

..... By law committee notes to draft by laws  
Amsterdam Churchill Community Planning Group, Inc.

The by law committee consisting of President Sales, Brent Sinnema, Bob Urich and Tim Van Dam met on September 23<sup>rd</sup> at the fire house. These notes are by way of explanation of the by law draft that follows and probably ought to be read in conjunction with that draft. The corporate articles were approved by the Montana Secretary of State on September 16 so finalizing by laws is the logical next step.

First, be aware that none of the by laws are mandatory in the sense that they are required by Montana or federal statutes. By laws must be consistent with the Articles of Incorporation in the sense that by laws cannot change the purpose statement into something that doesn't qualify under 501 ( c ) (3)

Second, Chris Gray at the county attorney's shop has been contacted and they have no requirements that we need to meet.

Third, by laws can be amended easier than Articles of Incorporation so if something done in the by laws doesn't work it can be fixed.

Fourth; like the articles an attempt has been made to memorialize what has been going on since December with the exception of voting where a more conventional system was written. Contributions copied from other organization by laws and from the committee are not differentiated. By laws of the Montana Association of Planners; Sonoran Institute; Baker Creek Road Association; the lectric law library and others have been shamelessly plagiarized.

Fifth; alternatives are indicated by brackets or by "A" "B" etc/ If alternatives are indicated one must be selected in the sense that both cannot be used. Blanks may indicate the necessity of taking a position or may indicate that other and further items may or should be mentioned for inclusion. In some cases alternatives which would require re drafting of entire articles are mentioned at the end of the particular article.

Sixth; These by laws may extend for the duration of the corporation with or without substantial change so consider with some care what you wish for.

Seventh, the secretary of state requires that the corporation have directors. Accordingly the number three was settled upon and incorporated. If the membership desires to outline director's duties that can be added now or later.

It would seem that this whole matter of by laws could be settled in October so the corporation can get on with business.

# Draft 09/23

By laws of the  
Amsterdam Churchill Community Planning Group, Inc.

## ARTICLE FIRST; GENERAL PROVISIONS

**NAME:** : The name of this organization is the Amsterdam Churchill Community Planning Group, Inc.. The corporation may not change its name except by amendment of its Articles of Incorporation The corporation is subsequently referred to as “the corporation”.

**PURPOSE::** The corporation’s purpose is to study, inspire, and enable community decisions and public policies that respect the land and people of the unincorporated areas of Gallatin County, Montana, commonly known as Amsterdam and Churchill using the guiding principles and goals found in the Amsterdam Churchill growth plan always in a charitable manner.

The corporation shall not engage in any activity that does not directly forward or advance any of the above listed purposes.

The Corporation shall not participate in or intervene in any political campaign nor shall it engage in any political activity on or behalf of or in opposition to any candidate for public office. The corporation may not change its purpose except by amendment of its Articles of Incorporation.

**PUBLIC BENEFIT:** The corporation is and shall remain a public benefit corporation within the meaning of section 35-2-213 (b) (I) Montana Statutes.

**SEAL:** The corporation shall A] not have an official seal but if a seal is required on any document a circle drawn around a quarter with the word “seal” in the middle shall suffice B] The corporation shall have an official seal in the following form: [here fill in how you want the seal to look and serve]

**OFFICES:** The registered office shall be at the residence of the then current secretary of the Association. The records of the corporation shall be maintained at the registered office and shall be made available for inspection after reasonable notice. The initial registered office shall be c/o Weidenaar at 4670 Amsterdam Road; Manhattan, Montana 59741. Meetings of the corporation or its committees may be held at any convenient venue in Gallatin County, Montana after notice as required by these by laws.

## ARTICLE SECOND: OFFICERS AND DIRECTORS

**INITIAL OFFICERS;** Initially there shall be a President, a Vice President, a Secretary and a Treasurer. More than one person may be elected to each office in which case they shall jointly exercise the duties of the officers.

**INITIAL DIRECTORS;** The corporation shall have three directors. The directors shall be elected for one year terms in the same manner as officers are elected. All directors shall have been voting members at the time of their election.

**TERMS OF OFFICE;** The initial terms of the officers shall be staggered so that two of the four officers are elected each year. To that end the first term of the President and Secretary shall be twelve months and the first term of the Vice President and Treasurer shall be six months. Thereafter each officer's term shall be twelve months. Any officer may be re-elected to the same office or may be elected to a different office. There shall be no term limits.

**COMPENSATION:** A) The officers and committee chairs shall serve without compensation. B) The officers [and committee chairs] shall receive a stipend in the sum of \$----- for attendance at each meeting which shall be paid after attendance. C) Officers [and committee chairs] shall be reimbursed for mileage for attendance at each meeting at a rate to be determined from time to time by the voting members.

**PRESIDENT:** The corporation shall have a president who shall have been a voting member of the corporation at the time of election. The president shall preside at corporation meetings and shall represent the corporation at meetings of the county commission and elsewhere. The president shall appoint the chair and may appoint members of any special committee or standing committee. The president shall further have any powers that may reasonably be assigned or granted to the chief executive officer of any public body or corporation.

**VICE PRESIDENT;** The corporation shall have a vice president who shall have been a voting member of the corporation at the time of election. The vice president shall preside at the meetings in the absence of the president. The vice president when presiding in the president's absence shall have all powers and duties normally held by the president. The vice president shall further perform such other functions as may be assigned by the president.

**SECRETARY;** The corporation shall have a secretary who shall maintain and circulate the minutes of each meeting of the corporation. The secretary shall be the custodian of the records of the corporation except for the records kept by the treasurer. The secretary shall keep the minutes of the meetings of the corporation which shall be kept in writing; and which shall be provided by regular mail or electronically by e mail to each voting member of the association. The minutes shall also be made available for public inspection after reasonable prior notice and the secretary shall permit copying of such records after pre payment of the reasonable cost thereof.. The secretary shall present at the proximate meeting any correspondence received which had been directed to the corporation. The secretary shall prepare and serve any notices required to be given the members of the corporation. The secretary shall also keep a list of the addresses both the postal service mailing and the electronic or e mail addresses of the members of the corporation. The list shall be maintained in a current state and shall show whether each member is a voting member. The list shall not be sold or furnished to non- members without the approval of the membership and for the furnishing of which a reasonable charge may be levied.

**TREASURER;** The corporation shall have a treasurer who shall be responsible for maintaining

the finances and paying the bills of the corporation. The treasurer shall maintain the financial records of the corporation not required to be kept by the secretary. The treasurer shall provide a written statement of the finances of the corporation no less frequently than monthly at a regular meeting of the corporation. The treasurer shall make the checking and other financial records of the corporation available for public inspection after reasonable prior notice and shall permit copying of those records after pre payment of the reasonable cost thereof.

**OTHER OFFICERS;** Such other officers as may be necessary or conducive to the efficient operation of the corporation may be designated and elected at any meeting of the corporation after prior notice thereof in the minutes of a prior meeting. Each such additional officer shall have the duties and responsibilities of a committee chair as well as any duties which the president may assign.

Alternatives: Among the possible scenarios are 1] “move up officers” i.e. Elect a Treasurer; Treasurer automatically becomes secretary in a year; secretary becomes vice president in a year; vice president becomes president; election is only for treasurer once a year 2] whether to make immediate past president another office 3] whether to have an executive committee consisting of the officers. Any of these will require a substantial re-write

### **ARTICLE THIRD; MEMBERS;**

**CLASSES OF MEMBERSHIP;** There shall be two classes of membership in the corporation.

**VOTING MEMBERS;** General members who have attended three consecutive meetings of the corporation as reflected in the minutes shall be entitled to vote on any issue properly before the corporation or any of its committees. Members of the Group prior to incorporation who were qualified to vote shall automatically be voting members of the corporation. Voting membership shall be conditioned on continued attendance at meetings of the corporation or if a committee member of the committee. Unexplained absence at three consecutive meetings shall terminate the members voting privileges. The sufficiency of any explanation shall be determined by majority vote of the A] officers B] the voting members present and voting at a regular meeting of the corporation.

**GENERAL MEMBERS:** General membership shall be open to any land owner or resident of Gallatin County who is interested in the goals and purpose of the association. If any general member desires to become a voting member they shall notify the secretary so their attendance can be properly documented.

**ASSIGNMENT PROHIBITED:** Membership whether voting or general may not be transferred or assigned. Proxies may be used in accordance with other provisions of these by laws.

ARTICLE FOURTH; FINANCES:

DUES: A) The corporation shall have dues payable by the voting members on an annual basis in the sum of \_\_\_\_\_. The treasurer shall notify each such member of any delinquency and voting privileges shall be suspended until the dues are paid. B) The corporation may set annual dues by majority vote of the members present and voting at any general membership meeting provided that the intention to set dues and the amount thereof shall be mentioned in the notice of such meeting. C) The corporation shall have no dues

DEPOSIT OF FUNDS: A) Funds of the corporation shall be deposited to the credit of the corporation in such federally insured bank or credit union as the treasurer may select B) The funds of the corporation shall be converted to cash or cash equivalent and placed in a used burlap bag which bag shall be hung on the wall of Walt Sales machinery shed.

SIGNATURE REQUIRED; A) The signature of the treasurer acting alone shall be sufficient for the withdrawal of funds from the corporate account(s) B) The SIGNATURE of the treasurer and the president C) the signature of the treasurer and one other officer shall be required for withdrawal of corporate funds or for honoring of corporate checks.

LOANS:

A) The corporation may not borrow money nor shall any officer or member pledge the credit of the corporation. B) The corporation may borrow up to a maximum of \_\_\_\_\_ total outstanding debt with the approval of the voting members present and voting at a meeting noticed with that purpose mentioned in the notice of meeting.

ACCEPTANCE OF GRANTS AND OTHER GIFTS; The officers or any of them may accept on behalf of the corporation any gift or grant consistent with the purposes of the corporation without formal action of the voting members. The proceeds of such grant or gift shall be deposited as required by these by laws. The acceptance of any tangible property whether real or personal shall require approval of the voting members at a meeting noticed for such purpose and the acceptance will not be effective until such approval. The treasurer may execute receipts for grants, gifts, and property in the corporation name in or on forms required by taxing authorities or otherwise.

ARTICLE FIFTH; MEETINGS;

TIME; The corporation shall meet not less frequently than monthly. The corporation may meet more frequently. The initial meetings of the corporation shall be the second and fourth Monday of each month. The meetings shall initially begin at 7:00 in the evening and shall conclude at or about 9:00 in the evening. The time and place of each meeting shall be stated in the minutes of the

preceding meeting which minutes shall be provided to all voting members either by mail or electronically or by both means.

PLACE: The corporation shall meet at such place in Gallatin County, Montana, as shall be selected by the officers. The place of each meeting shall be stated in the minutes of the preceding meeting which minutes shall be provided to all voting members either by mail or electronically or by both means.

CONTENTS OF NOTICE OF MEETINGS: If any action is required to be taken after notice by other provisions of these by laws such notice shall be conspicuously mentioned in the minutes of at least one preceding meeting which minutes shall be provided to each voting member either by mail or electronically or by both means. The minutes shall also include conspicuous mention of the time and place of the next meeting.

AGENDAS: An agenda stating in general terms the matters to be voted upon or discussed shall be circulated with the notice of each meeting. The agenda of each meeting shall state in general terms the item or items to be considered at such meeting and shall directly state any action required by these by laws to be stated in the notice of such action. If the minutes and other items are circulated an agenda for the proximate meeting shall be included with such minutes.

COMMITTEE MEETINGS; Each standing or ad hoc committee may meet at such time and place as may be determined by its chair person. Notice of the time and place of such meeting shall be provided to the president and to the vice president and either or both such officer may be in attendance. The chair shall keep a current list of the members of the committee as well as their mailing and electronic addresses and make such list available to the secretary as often as the secretary may reasonably require.

#### ARTICLE SIXTH; COMMITTEES

COMMITTEES IN GENERAL: There may be such standing or special purpose committees as may be convenient to accomplish the purposes of the corporation. Such committees may be organized or disbanded by the president of the corporation.

INITIAL COMMITTEES; Initially there shall be standing committees as follows: 1) Core residents 2) Rural landowners 3) Sidewalks 4) News letter and web site 5) By laws 6) Parks and trails; and, 7) Executive Committee 8) Water and Sewer Committee

COMMITTEE CHAIR(S); The chair of each committee shall be appointed by the president and shall serve at the pleasure of the president or until resignation or replacement.

COMMITTEE MEMBERS; Each committee may determine the qualifications for membership and for voting on committee action. A written list of the members of the committee together with their addresses shall be maintained and shall be furnished to the secretary of the corporation.

COMMITTEE MEETINGS: Each committee may meet at such times and places within Gallatin County, Montana as it may deem expedient. The chair of each committee may call meetings of that committee after reasonable notice to each member of that committee. Such notice need not be in writing. The chair shall inform the president of the time and place of each meeting at least one clear day prior to the meeting.

REPORTS; Any action taken by any committee shall be reported to the corporation at the next meeting of the members of the corporation. No committee may take any action inconsistent with the purposes of the corporation as stated in the articles of incorporation of in these by laws.

#### ARTICLE SEVENTH; VOTING

QUORUM FOR CORPORATION ACTION; The presence of a majority of the voting members of the corporation shall constitute a quorum for purposes of any action required or allowed to be taken by these by laws. The president shall announce at the beginning of each meeting whether a quorum exists. The existence of a quorum is not necessary to discussion or reception of committee or other reports but the absence of a quorum shall prevent binding action.

VOTING IN GENERAL; Only voting members of the corporation may vote on corporate matters. The secretary shall keep a current list of voting members. General members may attend meetings and participate in discussion.

REQUIREMENTS FOR ACTION; A majority of the voting members present and voting may pass any motion or take any action allowed the corporation. Abstentions shall not be counted toward the existence of a majority. By way of example but not by way of limitation if a quorum is present but all but three voting members abstain from voting two voting members may take action or pass resolutions.

PROXIES: Any voting member may vote on any particular issue properly noticed in the minutes by proxy. Such proxy shall be in writing; shall designate by name the voting member nominated to cast the vote of such member in their absence; may designate more than one item properly before such meeting; and, shall expire at the conclusion of the meeting for which it is granted. No proxy shall be effective for more than one membership meeting. Members present by proxy shall be counted as present and voting for purposes of determining a quorum or the passage of the particular issue for which the proxy is granted.

**SPECIAL REQUIREMENTS:** The following actions require a two thirds majority of the voting members present and voting at a meeting otherwise properly noticed and where a quorum is present: Abstentions shall not be counted towards the existence of a two thirds majority as explained in requirements for action.

- 1) Amendments to the articles of incorporation
- 2) Amendments to the purpose section of these by laws
- 3) Removal of any officer or committee chair from office
- 4) Amendments to core boundary
- 5) Amendments to perimeter boundary

**SPECIAL VOTING PROCEDURES;** Any voting member may request of the president that a roll call vote be taken on any issue properly before any meeting of the corporation. Such request shall be honored. Any voting member may also request that any vote be by Australian or secret ballot which ballots shall not disclose the identity of the voting member; shall be counted before the conclusion of the meeting; shall be retained by the secretary; and the result announced before the conclusion of the meeting. If necessary in his discretion the president may appoint a committee of three voting members as commissioners to determine the validity of any vote the decision of such commissioners shall be final as to the validity of such action.

#### **ARTICLE EIGHTH: MISCELLANEOUS**

**EFFECTIVE DATE:** These by laws shall become effective immediately after adopted by a majority of the voting members present and voting at a meeting at which adoption of by laws is mentioned on the agenda of that meeting.

**AMENDMENT:** These by laws may be amended by a simple majority vote of the members present and voting at a meeting where amendment of by laws is mentioned in the agenda of the meeting. The by law relating to purpose may only be amended by a two thirds majority of the members present and voting at a meeting where amendment of that particular section of the by laws is mentioned. No amendment to these by laws may be adopted which effects the tax exempt status of the corporation.